

**AMENDED AND RESTATED  
FORM A**

**STATEMENT REGARDING THE ACQUISITION OF  
CONTROL OF OR MERGER WITH A DOMESTIC INSURER**

**SPARTA Insurance Company,**  
an indirect wholly owned subsidiary of Catalina Holdings (Bermuda) Ltd.

(the "Domestic Insurer")

**by**

**Apollo Global Management, LLC**  
9 West 57th Street, 43rd Floor  
New York, New York 10019

**and**

**Leon Black, Joshua Harris, and Marc Rowan**  
c/o Apollo Global Management, LLC  
9 West 57th Street, 43rd Floor  
New York, New York 10019

(collectively referred to herein as the "Applicants")

Filed with the Connecticut Insurance Department

Dated as of July \_\_\_, 2018

Name, Title, Address and Telephone Number of Individual to Whom Notices and Correspondence Concerning this Statement Should be Addressed:

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This Amended and Restated Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer (this “Restated Form A”) amends and restates in its entirety the Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer (the “Initial Form A”) filed with the Connecticut Insurance Department (the “Department”) on February 20, 2018, and seeks the approval of the Connecticut Insurance Commissioner (the “Commissioner”) for the acquisition of control of the Domestic Insurer by the Applicants.

**ITEM 1. INSURER AND METHOD OF ACQUISITION.**

This Restated Form A pertains to SPARTA Insurance Company, a Connecticut-domiciled property and casualty insurer (NAIC No. 20613) (the “Domestic Insurer”). The Domestic Insurer’s statutory home office and main administrative office address is 5 Batterson Park Road, 3rd Floor, Farmington, Connecticut 06032.

The Domestic Insurer is in run-off. At December 31, 2017, the Domestic Insurer had direct written premium in the amount of (\$3,589).

The Domestic Insurer’s ultimate controlling parent is Catalina Holdings (Bermuda) Ltd., a Bermuda exempted company (“Catalina”). All of the issued and outstanding shares of Catalina are currently owned by the following entities or persons (collectively, the “Selling Shareholders”):

<b>Selling Shareholders</b>	<b>Ownership Percentage of Catalina’s Voting/Ordinary Shares</b>
Apollo Rose, L.P., <sup>1</sup> which is ultimately controlled by (i) Apollo Global Management, LLC, a Delaware limited liability company whose securities are traded on the New York Stock Exchange (“ <u>AGM</u> ”), and (ii) Leon Black, Joshua Harris and Marc Rowan (collectively, the “ <u>Individual Applicants</u> ”)	38.3%
CDP VSI I Limited Partnership	29.5%
1397225 Ontario Limited	17.7%
The Management Sellers (as defined in the Purchase Agreement, as defined below)	14.3%

The Selling Shareholders entered into an agreement dated as of October 10, 2017 (the “Purchase Agreement”), with Avalon Acquisition, LLC, a Cayman Islands limited liability

<sup>1</sup> Apollo Rose, L.P. previously filed with the Commissioner a disclaimer of affiliation regarding the Domestic Insurer, and such disclaimer was allowed by the Commissioner.

company (“Avalon”), which was organized as a special purpose vehicle to enter into the Purchase Agreement. A copy of the Purchase Agreement is attached as Exhibit A. All summaries and descriptions of, and references to, the Purchase Agreement made herein are qualified in their entirety by the terms and conditions of the Purchase Agreement.

Avalon is ultimately controlled by AGM and the Individual Applicants. Subject to the conditions set forth in the Purchase Agreement, on the closing date thereunder (the “Closing Date”), AGM and the Individual Applicants will indirectly acquire control from the Selling Shareholders, and the Selling Shareholders will indirectly sell control to AGM and the Individual Applicants, of the Selling Shareholders’ respective shares (the “Catalina Shares”) of Catalina’s voting/ordinary securities (the “Proposed Acquisition”).<sup>2</sup> The parties desire to close the Proposed Acquisition as soon as possible, subject to receipt of required approvals from, and the making of required filings and notices with, governmental and regulatory authorities and other customary closing conditions.

AGM and the Individual Applicants propose to effect the Proposed Acquisition as follows:

- The Purchase Price (as defined in Item 4(a)) under the Purchase Agreement will be funded primarily by the Cayman Islands exempted limited partnerships identified on Exhibit B (the “Limited Partnerships”).<sup>3</sup>

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<sup>2</sup> It is anticipated that the Management Sellers will retain (or rollover) certain of their Catalina Shares such that the Management Sellers collectively will control approximately 3% of the voting shares of Catalina following the closing of the Proposed Acquisition. In addition, each Selling Shareholder, other than the Management Sellers, owns non-voting preference shares issued by Catalina. Immediately prior to the Closing Date, such preference shares will be converted into non-voting D ordinary shares. The purchase price for such non-voting D ordinary shares on the Closing Date will be equivalent to the amounts due to the holders pursuant to the terms of the preference shares. In addition, following the conversion of the preference shares into non-voting D ordinary shares, Catalina will effect a buy-back of a number of ordinary shares held by the institutional Selling Shareholders, so as to increase the Management Sellers’ percentage of voting shares of Catalina pursuant to a formula for the Management Sellers’ equity participation, which vests on a sliding scale upon the closing of the Proposed Acquisition depending upon the valuation of Catalina. This equity participation arises under that certain Terminating Shareholders Agreement (as defined in Item 8). As the equity participation formula is dependent upon the timing of the Closing Date and the performance of Catalina prior to such date, the precise shareholdings as of the Closing Date cannot yet be confirmed. However, it is anticipated that the approximate percentages will be as follows: 91% for the Limited Partnerships (as defined below); 3% for the Management Sellers; and 6% for the unaffiliated direct investor as further discussed below (the “Direct Investor”).

<sup>3</sup> It is contemplated that the Direct Investor will acquire control of approximately 6% of the Catalina Shares. Additionally, please note that the aggregate “Estimated Capital Commitment” identified on Exhibit B is greater than the Purchase Price and the additional capital commitments contemplated to be obtained by the Limited Partnerships at the signing of the Purchase Agreement. Following such signing and the filing of the Initial Form A, Catalina’s management and Apollo (as defined in Item 2(b)) determined that the number of potential future acquisitions in the run-off space may be greater than anticipated at signing, and therefore, Catalina’s management, working with Apollo, believed it would be beneficial to Catalina if additional capital commitments were obtained in order to be able to take advantage of such future opportunities. As a result, Apollo offered the Limited Partners (as defined in Item 2(d)(iv)), and certain of the Limited Partners accepted, the opportunity to increase their commitment to the Limited Partnerships. Accordingly, the “Estimated Capital Commitment” column includes the total amount committed by each Limited Partnership to both fund the Purchase Price and any such additional investment in Catalina. As disclosed in this Restated Form A, the Limited Partners of the Limited Partnerships are purely passive institutional investors, and none of them has any control or voting power regarding the Catalina Shares or the

- In connection therewith, Avalon will enter into certain Deeds of Assignment pursuant to which it will assign all of its rights under the Purchase Agreement to the Limited Partnerships in the percentages that are also identified on Exhibit B. The individual Deeds of Assignment have not yet been executed and will be executed immediately prior to the Closing Date. A draft *pro forma* Deed of Assignment is attached as Exhibit K.<sup>4</sup>
- Each of the Limited Partnerships is ultimately controlled by AGM, which control is maintained as depicted on the Organization Chart attached as Exhibit C.
- AGM is managed, operated and controlled by BRH Holdings GP, Ltd., a Cayman Islands company (“BRH”), and AGM Management, LLC, a Delaware limited liability company (“AGM Management”).
- BRH owns (i) 52.4% of AGM’s voting power (as of March 31, 2018) and (ii) 100% of AGM Management. AGM Management is AGM’s manager.
- BRH, in turn, is equally wholly-owned (33.33%) and controlled by each of the Individual Applicants.
- Other than BRH (which is controlled by the Individual Applicants), no single person or entity owns or controls 10% or more of AGM’s voting securities.

Accordingly, AGM (the publicly traded company) and the Individual Applicants (collectively, the “Applicants”) are the Applicants under this Restated Form A because upon the closing of the Proposed Acquisition, the Applicants will control the Domestic Insurer. Applicants note that in a disclaimer letter that will be submitted separately to the Department (the “Disclaimer Letter”), AGM plans to request that the Department grant certain disclaimers of control and affiliation with respect to the interests of certain parties related to AGM and the Individual Applicants in the Domestic Insurer.

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Domestic Insurer. The Limited Partnerships are controlled by their general partner, Apollo Rose GP, L.P., which, in turn, is ultimately controlled by the Applicants. Furthermore, there will be no change to the provisions of the New Securityholders Agreement (as defined in Item 8) and related Side Letter to the New Securityholders Agreement, including the provisions thereof regarding the membership of Catalina’s Board of Directors as discussed at Item 8, as a result of the additional investments. Depending upon future acquisition opportunities, Catalina may seek to raise additional capital through existing or new passive investors, which would participate through existing or new Limited Partnerships that would be controlled by Apollo Rose GP, L.P. as their general partner and, thus, would be ultimately controlled by the Applicants.

<sup>4</sup> As per agreement with the Department, the Warranty Deed referenced in the Deed of Assignment has been withheld as confidential.

## **ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANTS.**

### **(a) Names and Addresses of Non-Individual Applicant**

The name and address of AGM, the only Applicant that is not an individual, are as follows:

Apollo Global Management, LLC (a Delaware limited liability company)  
9 West 57th Street, 43rd Floor  
New York, New York 10019

### **(b) Business Operations of the Applicants**

The only Applicant that is not an individual is AGM, which is a publicly traded company. AGM and its predecessors and their respective subsidiaries and affiliates (together, “Apollo”), originally founded in 1990, operate as a global alternative investment manager, raising, investing and managing private equity, credit and real estate funds, with significant distressed investment expertise. As of March 31, 2018, Apollo had total assets under management of approximately \$247.4 billion. The Individual Applicants lead a team of approximately 1,030 employees at Apollo. Apollo’s objective is to achieve superior long-term risk-adjusted returns for its fund investors, by following a value-oriented investment approach that focuses on nine core industries in which Apollo has considerable knowledge and experience.

The nine core industry sectors include chemicals, manufacturing and industrial, natural resources, consumer and retail, consumer services, business services, financial services, leisure and media and telecom and technology. The majority of the investment funds Apollo manages are designed to invest capital over periods of seven or more years from inception, thereby allowing Apollo to generate attractive long-term returns throughout economic cycles. Apollo’s investment approach is reflected in a number of ways, including: (a) Apollo’s willingness to pursue investments in industries its competitors typically avoid; (b) the often complex structures employed in some of the investments of Apollo’s funds, including Apollo’s willingness to pursue difficult corporate carve-out transactions; (c) Apollo’s experience investing during periods of uncertainty or distress in the economy or financial markets when many of its competitors simply reduce their investment activity; (d) Apollo’s orientation towards sole sponsored transactions when other firms have opted to partner with others; and (e) Apollo’s willingness to undertake transactions that have substantial business, regulatory or legal complexity. Apollo has applied this investment philosophy to identify what it believes are attractive investment opportunities, deploy capital across the balance sheet of industry leading, or “franchise,” businesses, and create value throughout economic cycles.

### **(c) Organization Chart**

Organization charts that present the identities of, and inter-relationships among, AGM and its affiliates that are in the chain of control of the Domestic Insurer before and after giving effect to the Proposed Acquisition are attached as Exhibit C.<sup>5</sup> The organization charts indicate

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<sup>5</sup> We note that Avalon is not included in either of the organizational charts. Specifically, the condensed *pre*-closing control chart at Exhibit C identifies the (a) current shareholders of Catalina including Apollo Rose, L.P., which is

the type of organization and the state or other jurisdiction of domicile of each entity listed or depicted therein, and the percentage of voting securities of each entity owned (or to be owned) by an affiliate in the chain of control of the Domestic Insurer. Unless otherwise indicated, the entities identified in the organization charts own or control 100% of the voting securities or membership interests or are the general partners of their immediate downstream affiliates identified therein.

There is no pending court proceeding involving a reorganization or liquidation where AGM or any of its affiliates that are in the chain of control of the Domestic Insurer as depicted in the organization charts is involved as a debtor.

**(d) Information Regarding Certain of the Applicants' Affiliates That Are Not Applicants in This Restated Form A**

The following provides information regarding Avalon, AGM Management, BRH and the Limited Partnerships and, specifically, why such affiliates of the Applicants are not applicants in this Restated Form A. Please also refer to the condensed post-closing control chart attached as Exhibit C to this Restated Form A.

**(i) Avalon**

Avalon was organized as a special purpose vehicle to enter into the Purchase Agreement and will enter into Deeds of Assignment (the form of which is attached as Exhibit K) to assign its interests in the Purchase Agreement to the Limited Partnerships identified on Exhibit B. Accordingly, Avalon is not an applicant because Avalon will have assigned all of its interests in the Purchase Agreement to the Limited Partnerships prior to the closing of the Proposed Acquisition, and, thus, Avalon will not acquire control of the Domestic Insurer.

**(ii) AGM Management**

AGM is a publicly traded, Delaware limited liability company and, as such, is governed in accordance with the Delaware Limited Liability Company Act (the "Act") and the terms of its Third Amended and Restated Limited Liability Company Agreement dated as of March 19, 2018 (the "LLC Agreement"), a copy of which is attached as Exhibit L. Pursuant to Section 6.1 of the LLC Agreement (and in accordance with the Act), the management of AGM has been assigned solely and exclusively to AGM's manager, AGM Management, so long as AGM Management, the Individual Applicants, the officers, directors, investment professionals and employees of AGM and its subsidiaries (past, present or future) and certain family members, estate planning vehicles and affiliates of any of the foregoing, beneficially own at least 10% of the aggregate number of votes that may be cast by holders of AGM's outstanding voting shares (the "AGM Control Condition"). Accordingly, for so long as the AGM Control Condition continues to be satisfied, AGM Management has the power to conduct, direct and manage all activities of AGM,

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ultimately controlled by AGM and the Individual Applicants, and (b) chain of control of Apollo Rose, L.P. As Avalon is not currently in such chain of control, Avalon is not identified in the condensed *pre*-closing control chart. Avalon is not identified in the condensed *post*-closing control chart at Exhibit C because Avalon will have assigned all of its interests in the Purchase Agreement to the Limited Partnerships before the closing and, as such, Avalon will not acquire control of the Domestic Insurer.

including (a) nominating and electing all directors to AGM's board of directors, (b) setting the number of directors of AGM's board of directors, (c) filling any vacancies on AGM's board of directors and (d) removing any directors from AGM's board of directors, with or without cause.

The Individual Applicants together own 100% of BRH, which, in turn, is the sole member of AGM Management. Consequently, the Individual Applicants are able to exercise control over all matters requiring the approval of shareholders of AGM. Accordingly, the Individual Applicants ultimately control AGM Management, and the Individual Applicants (rather than AGM Management) are the applicants under this Restated Form A.

**(iii) BRH**

AGM's single Class B share, which represents a majority of the total combined voting power of AGM's shares entitled to vote, is held by BRH. BRH is one-third owned by each of the Individual Applicants – *i.e.*, Leon Black owns one-third of BRH, Joshua Harris owns one-third of BRH and Marc Rowan owns one-third of BRH. As concerns voting of the Class B share, the business, affairs and management decisions of BRH are governed in accordance with the Agreement Among Principals dated as of July 13, 2007 ("Agreement Among Principals"), a copy of which is attached as Exhibit M.

Pursuant to Section 5.2 of the Agreement Among Principals, any action taken requires the affirmative vote of at least two of the three Individual Applicants. As such, the Individual Applicants share voting and dispositive power with respect to the Class B share, and thus, the Individual Applicants ultimately control AGM. Accordingly, the Individual Applicants (rather than BRH) are the applicants under this Restated Form A.

**(iv) The Limited Partnerships That Are Directly Acquiring the Catalina Shares**

The limited partners (the "Limited Partners") of the Limited Partnerships that are directly acquiring the Catalina Shares are purely passive institutional investors, and none of them has any control or voting power regarding the Catalina Shares or the Domestic Insurer. The Limited Partnerships are controlled by their general partner, Apollo Rose GP, L.P., which, in turn, is ultimately controlled by AGM and the Individual Applicants. Accordingly, AGM and the Individual Applicants (rather than the Limited Partnerships) are the applicants under this Restated Form A as AGM and the Individual Applicants will have indirect ultimate control of the Domestic Insurer.

**ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANTS.**

**(a) Names and Business Addresses**



The names and business addresses of the directors and executive officers<sup>6</sup> of AGM are as follows:

<b>Name</b>	<b>Title</b>	<b>Business Address</b>
Leon Black	Chairman, Chief Executive Officer and Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Joshua Harris	Senior Managing Director and Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Marc Rowan	Senior Managing Director and Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Scott Kleinman	Co-President	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
James Zelter	Co-President	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Martin Kelly	Chief Financial Officer	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
John Suydam	Chief Legal Officer	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Michael Ducey	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Paul Fribourg	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Robert Kraft	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019

<sup>6</sup> Executive officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and Securities and Exchange Commission Form 10-K reporting.

Name	Title	Business Address
A.B. Krongard	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Pauline Richards	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019

The names and business addresses of the Individual Applicants are:

(i) Leon Black, c/o Apollo Global Management, LLC, 9 West 57th Street, 43rd Floor, New York, New York 10019;

(ii) Joshua Harris, c/o Apollo Global Management, LLC, 9 West 57th Street, 43rd Floor, New York, New York 10019; and

(iii) Marc Rowan, c/o Apollo Global Management, LLC, 9 West 57th Street, 43rd Floor, New York, New York 10019.

**(b), (c), (d) Background Information Regarding AGM’s Directors and Executive Officers and the Individual Applicants**

**(i) AGM’s Directors and Executive Officers**

The Individual Applicants, through their ownership of BRH, beneficially own the Class B share of AGM and consequently are able to exercise control over all matters requiring the approval of shareholders of AGM. As of March 31, 2018, the Class B share represented 52.4% of the total voting power of AGM’s shares entitled to vote. The Class B share does not represent an economic interest in AGM. The Individual Applicants’ economic interests are instead represented by their indirect limited partnership interests in various indirect subsidiaries of AGM.

AGM’s board currently consists of eight members—the three Individual Applicants and five independent directors (such independent directors, the “Outside Directors”). For so long as the AGM Control Condition disclosed at Item 2(d)(ii) is satisfied, the Outside Directors will have limited powers. This is because as a result of the satisfaction of the AGM Control Condition, AGM Management manages all of AGM’s operations and activities, and AGM’s board of directors has no authority other than that which AGM Management chooses to delegate to it (e.g., pursuant to a delegation of authority from AGM Management, which may be revoked, AGM’s board of directors has established and will maintain independent audit and conflicts committees).

A listing of all directors and executive officers of AGM is set forth in Item 3(a). Biographical affidavits of each of these individuals identified in Item 3(a), setting forth each

such individual's current employment information (including position held and business address) and material employment information during the past five years (including position held, business address and starting and ending dates of employment) are attached as Exhibit D. In addition, attached as Exhibit D is a biographical affidavit of Alexander Humphreys, an Apollo executive who is knowledgeable regarding Catalina and the Proposed Acquisition. Although Mr. Humphreys is neither a director nor executive officer of AGM, he is an attorney-in-fact for AGM and is executing this Restated Form A on behalf of AGM.

As the Department automatically provides confidential treatment for social security and identification numbers, dates of birth, residence addresses and names of spouses contained in the biographical affidavits pursuant to Section 1-210 of the Connecticut General Statutes, such information is redacted from the biographical affidavits attached as Exhibit D. The original unredacted versions of the biographical affidavits are submitted separately in a sealed envelope marked "Confidential." Copies of the unredacted biographical affidavits have been provided to an NAIC-approved vendor for third party verification reports that will be delivered to the Department. Pursuant to the Department's instructions, the vendor preparing the verification report will provide the Department with two versions of such report, *i.e.*, a non-public version that includes the personal information described above and a public version with such personal information redacted. None of the individuals with respect to whom biographical affidavits are provided, including the Individual Applicants, have been convicted of any crime, other than minor traffic violations, during the past ten years.

**(ii) Leon Black**

Mr. Black's business address is c/o Apollo Global Management, LLC, 9 West 57th Street, 43rd Floor, New York, New York 10019. A biographical affidavit of Mr. Black setting forth Mr. Black's current employment information (including position held and business address) and material employment information during the past five years (including position held, business address and starting and ending dates of employment) is attached as Exhibit D. The following is a summary of Mr. Black's employment information, but it is qualified in its entirety by the information contained in the biographical affidavit.

Mr. Black is the Chairman of the Board, Chief Executive Officer and a Director of AGM. Mr. Black co-founded Apollo in 1990 to manage investment capital on behalf of a group of institutional investors, focusing on corporate restructuring, leveraged buyouts and taking minority positions in growth-oriented companies. From 1977 to 1990, Mr. Black worked at Drexel Burnham Lambert Incorporated, where he served as a Managing Director, head of the Mergers & Acquisitions Group and co-head of the Corporate Finance Department.

Mr. Black is, *inter alia*, a Co-Chairman of The Museum of Modern Art and a trustee of The Mount Sinai Medical Center and The Asia Society. He is also, *inter alia*, a member of The Council on Foreign Relations and The Partnership for New York City and a member of the board of FasterCures. Mr. Black previously served on the boards of, *inter alia*, the general partner of AP Alternative Assets, L.P. ("AAA") and Sirius XM Radio Inc. He graduated summa cum laude from Dartmouth College with a major in Philosophy and History and received an MBA from Harvard Business School.

**(iii) Joshua Harris**

Mr. Harris' business address is c/o Apollo Global Management, LLC, 9 West 57th Street, 43rd Floor, New York, New York 10019. A biographical affidavit of Mr. Harris setting forth Mr. Harris' current employment information (including position held and business address) and material employment information during the past five years (including position held, business address and starting and ending dates of employment) is attached as Exhibit D. The following is a summary of Mr. Harris' employment information, but it is qualified in its entirety by the information contained in the biographical affidavit.

Mr. Harris is a Senior Managing Director and a Director of AGM and co-founded Apollo in 1990. Prior to 1990, Mr. Harris was a member of the Mergers & Acquisitions Group of Drexel Burnham Lambert Incorporated. Mr. Harris is a member of the Federal Reserve Bank of New York's Investor Advisory Committee on Financial Markets and the Council of Foreign Relations. He is also a Managing Partner of the Philadelphia 76ers, Managing Member of the New Jersey Devils, a General Partner of the Crystal Palace Football Club and a member of the Board of Governors of the National Basketball Association. Mr. Harris has previously served on the board of directors of Berry Plastics Group Inc., EP Energy Corporation, EPE Acquisition, LLC, CEVA Logistics, Constellium N.V. and LyondellBasell Industries B.V.

Mr. Harris also serves on the Board of Trustees of Mount Sinai Medical Center, Harvard Business School and the University of Pennsylvania's Wharton School of Business. Mr. Harris graduated summa cum laude and Beta Gamma Sigma from the University of Pennsylvania's Wharton School of Business with a Bachelor of Science degree in Economics and received his MBA from Harvard Business School, where he graduated as a Baker and Loeb Scholar.

**(iv) Marc Rowan**

Mr. Rowan's business address is c/o Apollo Global Management, LLC, 9 West 57th Street, 43rd Floor, New York, New York 10019. A biographical affidavit of Mr. Rowan setting forth Mr. Rowan's current employment information (including position held and business address) and material employment information during the past five years (including position held, business address and starting and ending dates of employment) is attached as Exhibit D. The following is a summary of Mr. Rowan's employment information, but it is qualified in its entirety by the information contained in the biographical affidavit.

Mr. Rowan is a Senior Managing Director and a Director of AGM and co-founded Apollo in 1990. Prior to 1990, Mr. Rowan was a member of the Mergers & Acquisitions Group of Drexel Burnham Lambert Incorporated, with responsibilities in high yield financing, transaction idea generation and merger structure negotiation. Mr. Rowan currently serves on the boards of, *inter alia*, Athene Holding Ltd., Athora Holding Ltd. and Aris Mortgage Holding Company, LLC. He has previously served on the boards of, *inter alia*, the general partner of AAA, AMC Entertainment, Inc., Cablecom GmbH, Caesars Entertainment Operating Co., Caesars Entertainment Corporation, Caesars Acquisition Co., Culligan Water Technologies, Inc., Countrywide Holdings Limited, Furniture Brands International Inc., Mobile Satellite Ventures, LLC, National Cinemedia, Inc., National Financial Partners, Inc., New World Communications, Inc., the New York City Police Foundation, Norwegian Cruise Lines, Quality Distribution, Inc.,

Samsonite Corporation, SkyTerra Communications Inc., Unity Media SCA, Vail Resorts, Inc. and Wyndham International, Inc.

Mr. Rowan is also active in charitable activities. He is a founding member and Chairman of the Youth Renewal Fund and is a member of the Board of Overseers of the University of Pennsylvania’s Wharton School of Business and serves on the boards of directors of Jerusalem U, Tapd, Inc. and Penthera Partners, Inc. Mr. Rowan graduated summa cum laude from the University of Pennsylvania’s Wharton School of Business with a BS and an MBA in Finance.

(e) **Directors and Officers of the Domestic Insurer**

Following the closing of the Proposed Acquisition, the Applicants have no present plan to make any change to the Domestic Insurer’s current officers and directors identified in the tables below.

**Directors**

Name	Title
Peter Johnson	Director
Gerald “Gary” Haase	Director
Christopher Fleming	Director

**Officers**

Name	Title
Gerald “Gary” Haase	Chief Executive Officer
Stephen Eisenmann	President and Chief Claims Officer
Amy Gallent	Secretary and General Counsel
D. Campbell McBeath	Treasurer
Joseph Myers	Chief Investment Officer
Peter Harnik	Deputy Chief Investment Officer
Tracey Price	Senior Vice President and Chief Financial Officer
Daniel Powell	Senior Vice President
Tim Walker	Head of Risk
Leigh Ann Kissner	Senior Vice President
Debra Christensen	Vice President
Diane Legere	Assistant Secretary
Maryann Dean	Assistant Secretary

#### **ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION.**

##### **(a) Nature, Source and Amount of Funds or Other Considerations Used or to be Used in Effecting the Proposed Acquisition**

Pursuant to the terms and conditions of the Purchase Agreement, the Selling Shareholders will receive aggregate consideration of approximately \$875 million, subject to certain possible adjustments as set forth in the Purchase Agreement (the “Purchase Price”), in connection with the sale of the Catalina Shares, less any amount attributable to any Catalina Shares that are retained (or subject to rollover) by the Management Sellers, plus any “ticking fee” as described in the next sentence. If the Proposed Acquisition does not close prior to the date that is four months from the signing of the Purchase Agreement (*i.e.*, February 10, 2018), the Purchase Price increases by a so-called “ticking fee,” which is equal to a rate of five percent (5%) per annum (and which increases by one-half of one percent (0.5%) for each month thereafter).

The payment of the Purchase Price will be made in cash to the Selling Shareholders upon the Closing Date. No portion of the Purchase Price will consist of funds borrowed for the purpose of consummating the Proposed Acquisition.

AGM obtained equity investment commitments from the Limited Partners of the Limited Partnerships that are directly acquiring the Catalina Shares. Thus, the source of the cash payment of the Purchase Price to the Selling Shareholders is the equity investments made by the Limited Partners prior to the Closing Date. In connection with such investments, the Limited Partners will not acquire control of the Limited Partnerships or the Domestic Insurer, as control will be as described in Item 1.

##### **(b) Criteria Used in Determining the Nature and Amount of Such Consideration**

The nature and amount of the consideration to be paid in connection with the Proposed Acquisition was determined by arm’s-length negotiations among the parties to the Purchase Agreement. The major items considered in determining the Purchase Price were actuarial projections, net investment earned rates, tax considerations and various contribution analyses including relative premium, relative capital, relative profitability and relative return on equity contributions.

#### **ITEM 5. FUTURE PLANS FOR INSURER.**

The Applicants have no present plans or proposals to: (i) cause the Domestic Insurer to declare an extraordinary dividend; (ii) liquidate the Domestic Insurer; (iii) sell the Domestic Insurer’s assets (except for investment transactions and minor asset dispositions in the ordinary course of business) or merge the Domestic Insurer with any person or persons; or (iv) make any other material change in the Domestic Insurer’s business operations or corporate structure or management. Furthermore, the Applicants have no present plans to cause the Domestic Insurer to enter into any new agreements with any affiliates of the Applicants or to make any changes to the Domestic Insurer’s officers and directors.

As previously noted, the Domestic Insurer is in the business of run-off and is no longer writing new business. Following the closing of the Proposed Acquisition, the Domestic Insurer

will continue to maintain its separate corporate existence and continue its run-off operations as currently conducted. As Catalina previously informed the Department, such operations include using the Domestic Insurer as the recipient of blocks of legacy business, either by merger (as Catalina has done in the past with certain internal consolidations/mergers) or by writing loss portfolio reinsurance, subject in each case to any required prior approval by the Department. Such operations are described in greater detail in the business plan, including pro forma financial statements (the assumptions for which are included in the business plan), which are attached as Exhibit E. The Applicants note that although they have no present plans or proposals to cause the Domestic Insurer to declare an extraordinary dividend as stated above, Catalina plans to have the Domestic Insurer seek the Department's approval for certain capital redemptions, as set forth in the pro forma financial statements.

The Applicants have no present plan for any employment reductions by the Domestic Insurer. As of April 30, 2018, there is currently the equivalent of fifteen full-time employees ("FTEs") working on the Domestic Insurer's matters, twelve of whom are located in Catalina's Connecticut office. The remaining FTEs work outside Connecticut in Catalina's other U.S. offices, including New York and California.

During the pendency of this Restated Form A, the Applicants will keep the Department apprised of any changes to the Applicants' present plans or proposals with respect to the Domestic Insurer, as described herein. From time to time following the closing of the Proposed Acquisition, in the ordinary course of business, the Applicants and the management of the Domestic Insurer may evaluate the business and operations of the Domestic Insurer and make any necessary or desirable changes to such business and operations, subject in each case to obtaining any required regulatory approvals.

#### **ITEM 6. VOTING SECURITIES TO BE ACQUIRED.**

The Domestic Insurer is authorized to issue 60,000 voting shares and has issued and outstanding 45,000 voting shares, all of which is owned by Alea Holdings US Company, a Delaware corporation and wholly owned indirect subsidiary of Catalina. Following the closing of the Proposed Acquisition, AGM will become the Domestic Insurer's ultimate controlling parent as a result of AGM's indirect acquisition of control of the Catalina Shares. As described further in Item 4(b), the nature, amount and method of determination of the fairness of the consideration to be paid in connection with the Proposed Acquisition was determined by arm's-length negotiations among the parties to the Purchase Agreement.

#### **ITEM 7. OWNERSHIP OF VOTING SECURITIES.**

To the knowledge of the Applicants, except pursuant to the Purchase Agreement and for the Catalina Shares currently owned by Apollo Rose, L.P., none of the Applicants, AGM's affiliates, or any person listed in Item 3, beneficially owns or has the right to acquire beneficial ownership of, voting securities of the Domestic Insurer.

## **ITEM 8. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER.**

The Proposed Acquisition will be effected pursuant to the terms of the Purchase Agreement. To the knowledge of the Applicants, other than as described in this Restated Form A, the Purchase Agreement and that certain Amendment and Restatement Agreement dated August 1, 2017, relating to a Subscription and Shareholders Agreement among Catalina and the Selling Shareholders, which is attached as Exhibit N and will be terminated upon the closing of the Proposed Acquisition (the “Terminating Shareholders Agreement”), and the Side Letter to the Terminating Shareholders Agreement, which is attached as Exhibit O,<sup>7</sup> there is no contract, arrangement or understanding with respect to any voting securities of the Domestic Insurer in which the Applicants, AGM’s affiliates or any person listed in Item 3 is involved, including, without limitation, to transfer any of the securities of the Domestic Insurer, or involving any joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against losses or guarantees of profits, division of losses or profits, or the giving or withholding of proxies.

Upon the closing of the Proposed Acquisition, the Limited Partnerships (which are controlled by AGM and anticipated to collectively own approximately 91% of the Catalina Shares), the Direct Investor (which is anticipated to own approximately 6% of the Catalina Shares), the Management Sellers (who are anticipated to collectively own approximately 3% of the Catalina Shares) and Catalina will enter into a Securityholders’ Deed (the “New Securityholders Agreement”) that will govern the relationships among each of the parties and set forth the corporate governance of Catalina. A copy of the New Securityholders Agreement, with certain provisions redacted as agreed with the Department following its in camera review, is attached as Exhibit P. Under the New Securityholders Agreement, among other matters, Catalina’s Board of Directors will consist of nine members as follows: (a) five members who effectively are appointed by the Limited Partnerships (the “AGM-Appointed Directors”); (b) two members who are appointed by certain Management Sellers; and (c) two independent members who effectively are appointed by the Limited Partnerships.

Pursuant to a Side Letter to the New Securityholders Agreement, for so long as the Direct Investor owns at least 2.25% of the total issued and outstanding Catalina Shares, the Direct Investor has the right to nominate, suspend, dismiss or replace an individual to be appointed as one of the five AGM-Appointed Directors, and the Limited Partnerships are required to promptly procure such appointment, suspension, dismissal or replacement -- *i.e.*, thereby effectively giving the Direct Investor the right to appoint one of the nine members of Catalina’s Board of Directors. A copy of the Side Letter to the New Securityholders Agreement, with certain provisions redacted as agreed with the Department following its in camera review, is attached as Exhibit Q.

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<sup>7</sup> Pursuant to the Side Letter to the Terminating Shareholders Agreement, if the closing of the Proposed Acquisition had occurred before April 16, 2018, the Selling Shareholders (other than the Management Sellers) would have undertaken to negotiate and conclude an amendment to the Terminating Shareholders Agreement and Catalina’s bye-laws prior to closing that would increase the amounts that the Management Sellers would have been entitled to receive under the Purchase Agreement (with the amount of such increase having already been agreed in the relevant Side Letter, and amounting to less than 1% of total consideration to be received by all Selling Shareholders pursuant to the Purchase Agreement). As the closing of the Proposed Acquisition did not occur before April 16, 2018, such provisions of such Side Letter are now moot.



It also is contemplated that Apollo will offer certain of its employees an opportunity to invest in the ownership of Catalina through the formation of an additional Cayman Islands exempted limited partnership, Apollo Rose II Co-Investors (H), L.P. The terms and size of such offering have not yet been finalized. Any investment by employees would reduce on a dollar-for-dollar basis Apollo's investment as general partner of the Limited Partnerships.<sup>8</sup> Once the terms and size of the employee investment in Apollo Rose II Co-Investors (H), L.P. have been finalized, the Applicants will furnish to the Commissioner an amended schedule of Limited Partnerships (Exhibit B).

**ITEM 9. RECENT PURCHASES OF VOTING SECURITIES.**

To the knowledge of the Applicants, there has been no acquisition, direct or indirect, during the twelve calendar months preceding the filing of this Restated Form A, of any voting securities of the Domestic Insurer that was effected by the Applicants, AGM's affiliates or any person listed in Item 3.

**ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE.**

To the knowledge of the Applicants, none of the Applicants, AGM's affiliates, any person listed in Item 3 or any person based upon interviews or at the suggestion of the Applicants, AGM's affiliates or any person listed in Item 3, has made any recommendation to purchase any voting securities of the Domestic Insurer during the twelve (12) calendar months preceding the filing of this Restated Form A, except as set forth herein.

**ITEM 11. AGREEMENTS WITH BROKER-DEALERS.**

To the knowledge of the Applicants, no agreement, contract or understanding has been made by the Applicants, AGM's affiliates or any person listed in Item 3, with any broker-dealer as to solicitation of voting securities of the Domestic Insurer for tender, and no fees, commissions or other compensation will be paid to any broker-dealer in connection with the same.

**ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS.**

**(a) Exhibits**

All exhibits referenced in this Restated Form A are itemized below:

<u>Exhibit A</u> .....	Purchase Agreement
<u>Exhibit B</u> .....	Schedule of Limited Partnerships
<u>Exhibit C</u> .....	Condensed Organization/Control Charts of

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<sup>8</sup> In connection with Apollo's management of money on behalf of investment funds and managed accounts, when investing in portfolio companies (including Catalina) on behalf of such funds and accounts, Apollo typically makes small commitments (e.g., 2.5%) designed to align interests with investors. This commitment will be made through Apollo Rose II (I), L.P. See Exhibit B.

	AGM Prior to and After the Proposed Acquisition
<u>Exhibit D</u> .....	Biographical Affidavits
<u>Exhibit E</u> .....	Business Plan, Including Pro Forma Financial Statements
<u>Exhibit F</u> .....	AGM Form 10-K Annual Reports, Including Audited Consolidated Financial Statements of AGM, and Statements of Value of AGM’s Class A Shares Beneficially Owned by the Individual Applicants
<u>Exhibit G</u> .....	Other State Regulatory Filings
<u>Exhibit H</u> .....	Statutory Financial Statements of the Domestic Insurer
<u>Exhibit I</u> .....	Audited Consolidated Financial Statements of Catalina
<u>Exhibit J</u> .....	AGM Form 10-Q Quarterly Reports
<u>Exhibit K</u> .....	<i>Pro Forma</i> Deed of Assignment
<u>Exhibit L</u> .....	LLC Agreement of AGM
<u>Exhibit M</u> .....	Agreement Among Principals
<u>Exhibit N</u> .....	Terminating Shareholders Agreement
<u>Exhibit O</u> .....	Side Letter to Terminating Shareholders Agreement
<u>Exhibit P</u> .....	New Securityholders Agreement
<u>Exhibit Q</u> .....	Side Letter to New Securityholders Agreement

**(b) Financial Statements**

Attached as Exhibit F are (i) AGM’s Form 10-K Annual Reports for the last six fiscal years ended December 31, 2012, 2013, 2014, 2015, 2016 and 2017, which include the audited consolidated annual financial statements of AGM for the periods ending December 31 of each of 2012, 2013, 2014, 2015, 2016 and 2017 and (ii) statements regarding the market value of AGM’s Class A shares that are beneficially owned by each of the Individual Applicants.

(c) **Tender Offers**

To the knowledge of the Applicants, except as set forth herein, there has been no tender offer for, request or invitation for, tenders of, exchange offers for, or agreements to acquire or exchange any voting securities of the Domestic Insurer. The Applicants do not currently intend to cause the Domestic Insurer to enter into any new employment, consulting, advisory or management agreements. Attached as Exhibit F are AGM's Form 10-K Annual Reports for the last two fiscal years ended December 31, 2016 and 2017. The Domestic Insurer has not produced an annual report to stockholders with respect to the last two fiscal years.

**ITEM 13. ENTERPRISE RISK MANAGEMENT.**

The Applicants agree to provide, to the best of their knowledge and belief, the information required by Form F within 15 days after the end of the month in which the acquisition of control occurs.

**ITEM 14. OTHER INFORMATION.**

(a) **Other Regulatory Filings**

There are no federal regulatory approvals required in connection with the Proposed Acquisition. Catalina holds certain assets that are exempt from the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended ("HSR Act"), and HSR Act rules, including: (i) 15 U.S.C. § 18(c)(2), which exempts bonds, mortgages, deeds of trust, or other obligations which are not voting securities; (ii) 16 C.F.R. § 801.21, which exempts cash (and cash equivalents) and investments in third parties; (iii) 16 C.F.R. § 802.5, which exempts certain investment rental property assets; and (iv) 16 C.F.R. § 802.50, which exempts assets located outside of the United States that did not generate, in the aggregate, \$84.4 million of revenue into the United States in the most recent fiscal year.

Pursuant to 16 C.F.R. § 802.4(a), no HSR Act filing is required if Catalina and all entities it controls do not hold non-exempt assets with an aggregate fair market value of more than \$84.4 million. Pursuant to 16 C.F.R. §§ 802.4(c), the fair market value of such non-exempt assets should be determined in accordance with 16 C.F.R. § 801.10(c)(3). The Acquiring Person as defined by the HSR Act has determined that the fair market value of Catalina's non-exempt assets does not exceed \$84.4 million, and it will verify its determination within 60 calendar days prior to closing pursuant to 16 C.F.R. § 801.10(c)(3). Accordingly, and subject to such verification, the Proposed Acquisition is exempt under the HSR Act.

Below is a table identifying other state regulatory filings and approvals required in order to consummate the Proposed Acquisition (identifying the jurisdiction and type of filing), and attached as Exhibit G are copies of such filings (without exhibits).

<b>Jurisdiction</b>	<b>Type of Filing</b>
California	Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer seeking the approval of the California Department of Insurance regarding Applicants' indirect acquisition of

<b>Jurisdiction</b>	<b>Type of Filing</b>
	control of National American Insurance Company of California and Danielson National Insurance Company
Colorado	Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer seeking the approval of the Colorado Division of Insurance regarding Applicants' indirect acquisition of control of National Home Insurance Company (A Risk Retention Group)
District of Columbia	Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer seeking the approval of the District of Columbia Department of Insurance, Securities and Banking regarding Applicants' indirect acquisition of control of ProBuilders Specialty Insurance Company, RRG
New York	Application for Approval of Acquisition of Control seeking the approval of the New York State Department of Financial Services regarding Applicants' indirect acquisition of control of Alea North America Insurance Company

Below is a table identifying the international regulatory filings made in connection with the Proposed Acquisition (identifying the jurisdiction and type of filing).

<b>Jurisdiction</b>	<b>Type of Filing</b>
Bermuda	<p>The following filings with the Bermuda Monetary Authority:</p> <ul style="list-style-type: none"> <li>• Request for non-objection regarding the Purchaser and the Purchaser Controllers (if applicable) (as such terms are defined in the Purchase Agreement) becoming shareholder controllers of Catalina General Insurance Ltd. ("<u>Catalina General</u>")</li> <li>• Request for non-objection regarding Catalina General's effecting a material change pursuant to Section 30JB of the Insurance Act 1978 of Bermuda</li> <li>• Request for consent to the Proposed Acquisition in accordance with the Exchange Control Act 1972 of Bermuda and the regulations promulgated thereunder including the Exchange Control Regulations 1973 of Bermuda</li> </ul>
Ireland	<ul style="list-style-type: none"> <li>• Filing with the Central Bank of Ireland requesting non-objection regarding the acquisition by Purchaser and the Purchaser Controllers (if applicable) of a qualifying holding in Catalina</li> </ul>

Jurisdiction	Type of Filing
	Insurance Ireland DAC <ul style="list-style-type: none"> <li>• Filing with the Ireland Competition and Consumer Protection Commission requesting approval under the Competition Act 2002 of Ireland</li> </ul>
Switzerland	The following filings with the Swiss Financial Market Supervisory Authority: <ul style="list-style-type: none"> <li>• Request for approval regarding the acquisition by Purchaser and the Purchaser Controllers (if applicable) of a participation in Glacier Reinsurance AG (“<u>Glacier</u>”)</li> <li>• Request for approval of certain Selling Shareholders of their indirect participations in Glacier.</li> <li>• Request for approval of changes to the regulatory business plan of Glacier.</li> </ul>
United Kingdom	Filing with the UK Prudential Regulation Authority requesting approval for Purchaser and the Purchaser Controllers (if applicable) to acquire control in relation to each of the Regulated UK Subsidiaries (as defined in the Purchase Agreement)

**(b) Competitive Impact**

Under Section 38a-131(d) of the Connecticut General Statutes, if there is substantial evidence that the effect of a proposed acquisition of an insurer authorized to do business in Connecticut may be to lessen substantially competition in any line of insurance in Connecticut or tend to create a monopoly in Connecticut, the Commissioner may enter an order requiring an involved insurer to cease and desist from doing business in Connecticut with respect to the line or lines of insurance involved in the violation or denying the application of an acquired or acquiring insurer for a license to do business in Connecticut. As described herein, the acquisition of control of the Domestic Insurer by the Applicants will not substantially lessen competition in any line of insurance in Connecticut or tend to create a monopoly therein.

In all lines of business, the Proposed Acquisition meets the exemption standards set forth in Section 38a-131(b)(4) of the Connecticut General Statutes because it would not (a) result immediately in a combined market share that exceeds 5% of the total market, (b) result immediately in any increase in market share or (c) result immediately in the combined market share of the involved insurers exceeding 12% of the total market and the market share increasing by more than 2% of the total market. Specifically, Catalina and its direct and indirect subsidiaries (including the Domestic Insurer) are engaged exclusively in property and casualty lines of insurance (with no accident and health business) and had no market share in any property

and casualty line of business in Connecticut.<sup>9</sup> As concerns AGM's insurance operations, AGM's direct and indirect subsidiaries are engaged exclusively in life, accident and health insurance -- *i.e.*, they are not engaged in any property and casualty insurance business and, thus, do not have any market share in any property and casualty line of business in Connecticut.<sup>10</sup> Accordingly, the Proposed Acquisition meets the exemption standards set forth in Section 38a-131(b)(4) of the Connecticut General Statutes.

(c) **Financial Statements of the Domestic Insurer and Catalina**

Attached as Exhibit H are the Domestic Insurer's statutory financial statements (including Management Discussion and Analysis) for the last four years ended December 31, 2014, 2015, 2016 and 2017.

Attached as Exhibit I are the audited consolidated annual financial statements of Catalina for the last four years ended December 31, 2014, 2015, 2016 and 2017.

(d) **Financial Strength and Debt Ratings**

Fitch Ratings assigned its "A-" LT Int. Scale (foreign curr.) credit rating to AGM with a "positive" outlook as of October 31, 2017. Standard & Poor's Ratings Services assigned its "A" long-term issuer credit rating to AGM with a "stable" outlook as of May 15, 2014.

Upon the request of the Domestic Insurer, the Domestic Insurer is no longer rated by A.M. Best & Co. as of September 16, 2014.

(e) **Material Litigation or Government Investigations**

As concerns any material litigation or government investigations involving AGM, the Applicants provided a copy of AGM's Form 10-Q Quarterly Report for the quarterly period ending September 30, 2017, as Exhibit J to the Initial Form A. As an update to this response, please refer to AGM's Form 10-Q Quarterly Report for the quarterly period ending March 31, 2018, also attached hereto as Exhibit J. Specifically note 14 of AGM's unaudited condensed consolidated financial statements as of March 31, 2018, regarding "Litigation and Contingencies" included therein provides disclosure of any material litigation or government investigations involving AGM. The Applicants are not aware of any potential material litigation that could affect the Domestic Insurer.

(f) **Integration Plans**

As discussed in Item 5, following the closing of the Proposed Acquisition, the Domestic Insurer will continue to maintain its separate corporate existence and continue its run-off operations as currently conducted, and the Applicants have no present plan for any employment

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<sup>9</sup> Based upon 2017 data obtained from S&P Global Market Intelligence (formerly known as SNL Financial).

<sup>10</sup> In connection with AGM's proposed acquisition of a controlling interest in One Main Holdings Inc., it is contemplated that AGM will acquire an indirect controlling interest in one or more property and casualty insurers, but no such insurer has any market share in any line of business in Connecticut (based upon 2017 data obtained from S&P Global Market Intelligence, formerly known as SNL Financial).

reductions by the Domestic Insurer. No material corporate governance or enterprise risk management changes are presently contemplated following the closing of the Proposed Acquisition except for the corporate governance changes regarding Catalina as disclosed in Item 8 – *i.e.*, pursuant to the New Securityholders Agreement and related Side Letter.

(g) **Form F**

Please refer to Item 13.

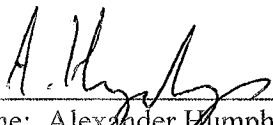
**ITEM 15. SIGNATURE AND CERTIFICATION.**

The signature and certification of the Applicants is set forth on the immediately following pages.

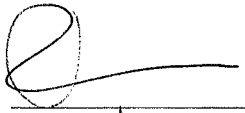
SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Apollo Global Management, LLC has caused this application to be duly signed on its behalf in the City of New York and State of New York, on the 9<sup>th</sup> day of July, 2018.

APOLLO GLOBAL MANAGEMENT, LLC

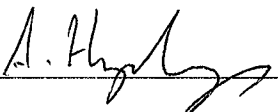
By:   
Name: Alexander Humphreys  
Title: Attorney-in-Fact

Attest:

  
Name: Jeanne Fisher  
Title:

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated July 9, 2018 for and on behalf of Apollo Global Management, LLC; that he is an attorney-in-fact for such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

(Signature)   
(Type or print name beneath) Alexander Humphreys



## POWER OF ATTORNEY

The undersigned, AGM Management, LLC, a Delaware limited liability company (the "Manager"), in its capacity as the manager of Apollo Global Management, LLC, a Delaware limited liability company ("AGM"), and pursuant to Section 6.1(b)(vii) of the Third Amended and Restated Limited Liability Company Agreement of AGM dated as of March 19, 2018, hereby:

(a) constitutes and appoints Alexander Humphreys (the "Agent") as AGM's true and lawful attorney-in-fact and agent to appear for AGM and represent AGM before the Connecticut Insurance Department (the "Department") in connection with the Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer regarding SPARTA Insurance Company filed by AGM with the Department (the "Form A");

(b) grants unto the Agent full power and authority to (i) execute and file the Form A and any amendments, supplements or documents relating thereto and (ii) appear and testify before the Department in any hearing, proceeding or meeting regarding the Form A and any amendments, supplements or documents relating thereto; and

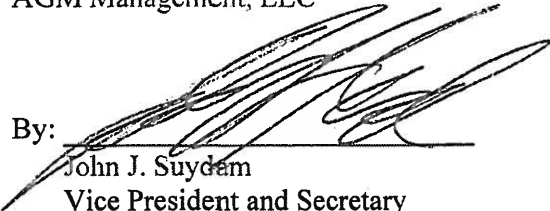
(c) ratifies, approves and confirms each and every act and thing requisite and necessary to be done with respect to the Form A that the Agent may lawfully do or cause to be done by virtue of this power of attorney.

This power of attorney is governed by the laws of the State of Delaware without reference to the conflict of laws provisions thereof and shall remain in effect until revoked by the Manager.

*[signature page follows]*

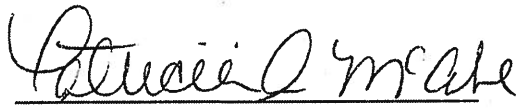
IN WITNESS WHEREOF, the Manager has caused this power of attorney to be executed by its Vice President and Secretary on this 9 day of July 2018.

AGM Management, LLC

By:   
John J. Suydam  
Vice President and Secretary

State of New York            )  
  ) ss  
County of New York        )

Subscribed and sworn to before me this 9<sup>th</sup> day of July 2018.

  
Notary Public


(NOTARY SEAL)

Notary Public in and for said County and State  
My commission expires 08/25/2019


PATRICIA A. MCCABE  
NOTARY PUBLIC, State of New York  
No. 01MC4979287  
Qualified in Nassau County  
Commission Expires March 25, 2019

**SIGNATURE**

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Joshua Harris has signed this application in the City of New York and State of New York, on the 11<sup>th</sup> day of July, 2018.

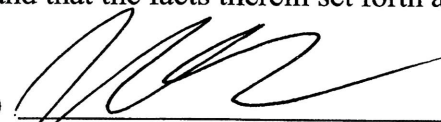
  
Joshua Harris, an individual

Attest:

  
Name: WINNIE CHENG

**CERTIFICATION**

The undersigned deposes and says that he has duly executed the attached application dated July 11<sup>th</sup>, 2018 as an individual applicant. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

(Signature)   
(Type or print name beneath) Joshua Harris

**SIGNATURE**

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Leon Black has signed this application in the City of New York and State of New York, on the 9<sup>th</sup> day of July, 2018.



\_\_\_\_\_  
Leon Black, an individual

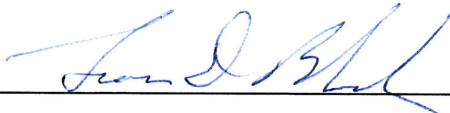
Attest:



\_\_\_\_\_  
Name: Shirley Lui

**CERTIFICATION**

The undersigned deposes and says that he has duly executed the attached application dated July 9, 2018 as an individual applicant. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

(Signature)  \_\_\_\_\_


(Type or print name beneath) Leon Black \_\_\_\_\_

**SIGNATURE**

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Marc Rowan has signed this application in the City of New York and State of New York, on the 2nd day of July, 2018.

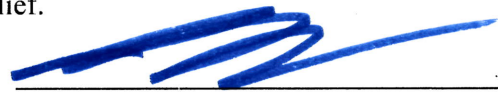
  
\_\_\_\_\_  
Marc Rowan, an individual

Attest:

  
\_\_\_\_\_  
Name: Mary Harada

**CERTIFICATION**

The undersigned deposes and says that he has duly executed the attached application dated July 2, 2018 as an individual applicant. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

(Signature)   
\_\_\_\_\_

(Type or print name beneath) Marc Rowan